

EXHIBIT “A”

United States Bankruptcy Court
Eastern District of Virginia
Richmond Division**COPY**DEADLINE FOR
FILING 503(b)(9)
CLAIMS
5:00 P.M. Pacific Time
December 19, 2008**Section 503(b)(9) Claim Request Form**

Circuit City Stores, Inc., et al., Claims Processing c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245		Circuit City Stores, Inc., et al. Case Nos. 08-35653 through 08-35670 Chapter 11 Jointly Administered
<p>NOTE: Pursuant to an Order of the Bankruptcy Court in the above-referenced chapter 11 cases (see Docket No. 107), to have claims allowed as administrative expense under 11 U.S.C. § 503(b)(9), this form must be served upon Circuit City Stores, Inc., et al., Claims Processing, c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue, El Segundo, CA 90245 by December 19, 2008, the Bar Date for Section 503(b)(9) claims in the above-referenced cases. The form may be submitted in person or by regular mail, overnight mail, or hand delivery. Facsimile, email or electronic submissions will not be accepted. Requests shall be deemed filed when actually received by Kurtzman Carson Consultants LLC.</p>		
Name and Address of Creditor: (The person or other entity to whom the debtor owes money or property) SanDisk Corporation 601 McCarthy Blvd. Milipitas, CA 95035-7932 Telephone: (408) 801-1000 Fax: (408) 801-8657		Debtor against which claim is asserted : (Check one box below: <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input checked="" type="checkbox"/> Check box if you have made any demand(s) to reclaim goods sold to the debtor under 11 U.S.C. § 546(c). (attach copies of any such demand(s)) <input type="checkbox"/> Check box if you have transferred the rights of your claim to any third party. If so please list name of transferee: <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.
Name and address where notices should be sent (if different from above) O'Melveny & Myers LLP Attn: Jennifer Taylor and Caleb Langston Two Embarcadero Center, 28th Floor San Francisco, CA 94111-3823 Telephone: (415) 984-8700 Fax: (415) 984-8701		<input type="checkbox"/> Circuit City Stores, Inc. (Tax I.D. No. 54-0493875) <input type="checkbox"/> Abbott Advertising, Inc. (Tax I.D. No. 54-1624659) <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Tax I.D. No. 95-4460785) <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Tax I.D. No. 54-1712821) <input type="checkbox"/> Circuit City Properties, LLC (Tax I.D. No. 54-0793353) <input type="checkbox"/> Patapsco Designs, Inc. (Tax I.D. No. 52-1086796) <input type="checkbox"/> Ventoux International, Inc. (Tax I.D. No. 20-1071838) <input type="checkbox"/> Sky Venture Corporation (Tax I.D. No. 54-1760311) <input type="checkbox"/> Prahs, Inc. (n/a) <input type="checkbox"/> XS Stuff, LLC (Tax I.D. No. 54-2029263) <input type="checkbox"/> Kinzer Technology, LLC (Tax I.D. No. 54-2022157) <input type="checkbox"/> Circuit City Purchasing Company, LLC (Tax I.D. No. 20-0995170) <input type="checkbox"/> Orbyx Electronics, LLC (Tax I.D. No. 20-1203360) <input type="checkbox"/> InterTAN, Inc. (Tax I.D. No. 75-2130875) <input type="checkbox"/> CC Aviation, LLC (Tax I.D. No. 20-5290841) <input type="checkbox"/> Courchevel, LLC (n/a) <input type="checkbox"/> Circuit City Stores PR, LLC (Tax I.D. No. 66-0695512) <input type="checkbox"/> Mayland MN, LLC (Tax I.D. No. 20-0896116)
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 500082		Check here if this claim <input type="checkbox"/> replaces <input type="checkbox"/> amends a previously filed claim, dated: _____
1. BASIS FOR CLAIM: Goods received by the Debtor within 20 days before the date of commencement of the case. Value of Goods: \$ *See attached*		
2. DATE OF SHIPMENT: *See attached* METHOD OF SHIPMENT: *See attached* DATE OF RECEIPT: *See attached*		NAME OF CARRIER: *See attached* PLACE OF DELIVERY: *See attached*
3. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$ *See attached* <input type="checkbox"/> Check the box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all additional charges.		
4. BRIEF DESCRIPTION OF CLAIM: *See attached* Describe goods sold: *See attached*		<i>Attach support for your claim.</i>
5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this claim. In filing this claim, claimant has deducted all amounts that claimant owes to debtor.		FOR COURT USE ONLY
6. SUPPORTING DOCUMENTS: <i>Attach copies of supporting documents</i> , such as promissory notes, purchase orders, invoices, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary. Attachments must be printed on 8-1/2" by 11" paper.		RECEIVED DEC 19 2008 KURTZMAN CARSON CONSULTANTS
7. DATE-STAMPED COPY: To receive an acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this claim request form.		
8. ORDINARY COURSE CERTIFICATION: By signing this claim request form, you are certifying that the goods for which payment is sought hereby, were sold to the debtor in the ordinary course of the debtor's business as required by 11 U.S.C. § 503(b)(9).		
<i>Penalty for presenting fraudulent claim:</i> Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.		
Date December 18, 2008	Sign and print the name and title, if any, of the creditor or other person authorized to file this claim <small>(attach copy of power of attorney, if any)</small> <i>Phyllis Miller, Senior Director of Worldwide Credit and Collections</i>	

* The attachments hereto are fully incorporated herein and made part hereof by this reference.

UNITED STATES BANKRUPTCY COURT FOR
THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

In re	Chapter 11
CIRCUIT CITY STORES, INC., <i>et al.</i> ,	Case No. 08-35653-KRH
Debtors.	Jointly Administered
PROOF OF SECTION 503(b)(9) CLAIM OF SANDISK CORPORATION	

1. The undersigned is authorized to make this Proof of Claim on behalf of SanDisk Corporation (“Claimant”). Claimant hereby files this Proof of Claim in support of its Section 503(b)(9) claim (this “Claim”) against Circuit City Stores, Inc. (“Debtor”) in jointly administered Case No. 08-35653-KRH.

THE CLAIMS

2. Claimant and Debtor are parties to that certain Master Dealer Agreement listed on Schedule 1 attached hereto (as supplemented by each Product Addendum thereto, the “Agreement”), pursuant to which Claimant agreed to sell and deliver, and Debtor agreed to purchase, certain goods.¹

¹ The Agreement will be made available upon request.

3. Claimant sold goods to Debtor at the request of Debtor and in the ordinary course of Debtor's business. Between October 21, 2008 and November 9, 2008, Claimant delivered such goods to Debtor for which Debtor agreed to pay the aggregate sum of not less than \$6,230 (the "Merchandise").

4. The Merchandise was received by Debtor, on credit.

5. As of the date hereof, Debtor has not paid for any of the Merchandise.

6. Claimant estimates as of the date hereof that the value of the Merchandise subject to this Claim against Debtor is no less than \$6,230. With respect to the Merchandise, the (i) date of shipment, (ii) date Debtor received the Merchandise, (iii) place of delivery, (iv) method of delivery, (v) name of the carrier, and (vi) value are set forth in detail on Schedule 2 attached hereto. The Merchandise, which consists of flash memory consumer products, is identified in the invoices attached hereto as Exhibit A.

7. No judgment has been rendered for the value of the Merchandise subject to this Claim.

8. Claimant is not admitting liability to any party as a result of this filing and reserves all defenses to any claims by any party. Claimant asserts and reserves all rights to setoff and recoupment.

9. Claimant made every effort possible to identify the correct debtor liable for this Claim. To the extent a debtor in a related bankruptcy case is jointly or individually liable, Claimant asserts such claim against that debtor and reserves all rights to amend and/or supplement related proofs of claim or file additional proofs of claim as necessary.

10. Claimant reserves the right to amend or to supplement this Proof of Claim, to file additional claims in the case, to state further amounts owing Claimant by Debtor (or by any other debtor later administered with this case) arising out of its claims, and to demonstrate the liability of any of debtor administered with this case on any or all of its claims. Claimant further reserves the right to assert a claim for payment under 11 U.S.C. § 506, to assert pre- and post-petition claims held by Claimant other than those set forth herein, and the right to assert claims for additional amounts to the extent any unliquidated portion of its claim becomes liquidated.

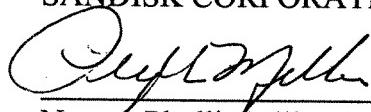
Claimant further reserves the right to seek an accounting of the amount due under the Agreement or otherwise. Without limiting in any way the generality of the foregoing, Claimant hereby specifically reserves its right to \$850,029.28, for the value of goods sold by Claimant and delivered to Debtor on November 10 and 11, 2008. Claimant asserts the full amount is entitled to administrative priority under 11 U.S.C. § 503(b) and will request payment of such amounts in the ordinary course of business. Claimant reserves the right to assert that such unpaid amounts are entitled to priority under 11 U.S.C. § 503(b)(1) or 11 U.S.C. § 503(b)(5).

11. The filing of this Proof of Claim shall not constitute a waiver of Claimant's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court Judge or Claimant's right to trial by jury in any proceeding as to any and all matters so triable, whether or not the same be designated legal or private rights, or in any case or controversy or proceeding related thereto, notwithstanding the designation of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b) or otherwise, and whether such jury trial is pursuant to statute or the United States Constitution.

[Signature Page Follows.]

Dated: December 18, 2008

SANDISK CORPORATION



Name: Phyllis Miller

Title: Senior Director of Worldwide Credit and Collections

Schedule 1
Master Dealer Agreement

1. Master Dealer Agreement by and between Circuit City Stores, Inc., its affiliates and subsidiaries and SanDisk Corporation, effective as of March 1, 2007 (as supplemented by each Product Addendum thereto).

Schedule 2
Section 503(b)(9) Claim Details

Debtor	Date Goods Shipped	Date Goods Delivered	Place of Delivery	Method of Delivery	Name of Carrier	Value of Goods	Invoice Number
Circuit City Stores, Inc.	10/17/08	10/21/08	4000 Township Line Road Bethlehem, PA 18017	UPS Ground	UPS	\$4,895	SV622927
Circuit City Stores, Inc.	10/17/08	10/23/08	680 S. Lemon Avenue Walnut, CA 91789	UPS Ground	UPS	\$1,335	SV623046

Total Amount of 503(b)(9) claim: \$6,230

Exhibit A

Invoices

United States
 Phone: (408) 801-1000
 Fax : (408) 801-8657

SHIPMENT NO.	DATE SHIPPED	BILL OF LADING	PAGE
	10/17/08	* Multi *	1
METHOD OF SHIPMENT		PAYMENT TERMS	Net 45 Days
UPS GROUND			

INVOICE

INVOICE NO.	INVOICE DATE	PRINTED ON	CUSTOMER PURCHASE ORDER NO.
SV623046	10/17/08	11/19/08	2166270
SALES ORDER NO.	FREIGHT TERMS		CONTRACT NO.
S781708	PREPAID CPT Destination		

BILL TO
 Circuit City
 ATTN: Merchandise Payable
 9954 Mayland Drive
 Deep Run 3
 Richmond, VA 23233
 United States

SHIP TO
 Circuit City DC# 353
 680 S. Lemon Avenue
 Walnut, CA 91789
 United States

BILL TO CUSTOMER 00500082

SHIP TO CUSTOMER 00500503

LINE	PRODUCT NUMBER PRODUCT DESCRIPTION	QTY. INVOICED QTY. BACKORDERED	UOM	NET UNIT PRICE LIST PRICE	NET EXTENSION	T A X	TOTAL DISCOUNT %
	Remit-To Address: SanDisk Corporation P.O. Box 45650 San Francisco, CA 94145-0650 United States SITE 1630 - PLEASE SHIP VIA UPS TDA OR UPSW2 DEPENDING ON THE TOTAL CARTON COUNT PER LINE ITEM SITE 1610 - PLEASE SHIP VIA SRG						
1	SDDR-89-A15 12 in 1 Reader, RTL, AM Customer P/N: SDDR89A15 Tracking Nbr: 1ZAE16240385772935 1ZAE16240385772944 1ZAE16240385772953	60.00	EA	22.25	1,335.00		0.00

*** D U P L I C A T E ***

Tax %:	0.00	Line Total:	1,335.00
		Discount:	0.00
		Service 10 :	0.00
		Freight 20 :	0.00
		Special 30 :	0.00
		Total Tax:	0.00
		USD Total:	1,335.00

CUSTOMER

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SanDisk[®] Exhibits A: SanDisk 503(b)(9) Claim Page 11 of 12

SHIPMENT NO.	DATE SHIPPED	BILL OF LADING * Multi *	PAGE 1
METHOD OF SHIPMENT UPS GROUND		PAYMENT TERMS Net 45 Days	

INVOICE

INVOICE NO. SV622927	INVOICE DATE 10/17/08	PRINTED ON 11/19/08	CUSTOMER PURCHASE ORDER NO. 2166268
SALES ORDER NO. S781706	FREIGHT TERMS PREPAID CPT Destination		CONTRACT NO.

BILL TO
 Circuit City
 ATTN: Merchandise Payable
 9954 Mayland Drive
 Deep Run 3
 Richmond, VA 23233
 United States

SHIP TO
 Circuit City DC# 255
 4000 Township Line Road
 Bethlehem, PA 18017
 United States

BILL TO CUSTOMER 00500082

SHIP TO CUSTOMER 005000501

LINE	PRODUCT NUMBER PRODUCT DESCRIPTION	QTY. INVOICED QTY. BACKORDERED	UOM	NET UNIT PRICE LIST PRICE	NET EXTENSION	T A X	TOTAL DISCOUNT %
1	<p>Remit-To Address: SanDisk Corporation P.O. Box 45650 San Francisco, CA 94145-0650 United States</p> <p>SITE 1630 - PLEASE SHIP VIA UPS TDA OR UPSW2 DEPENDING ON THE TOTAL CARTON COUNT PER LINE ITEM SITE 1610 - PLEASE SHIP VIA SRG</p> <p>SDDR-89-A15 12 in 1 Reader, RTL, AM Customer P/N: SDDR89A15 Tracking Nbr: 1ZAE16240385771141 1ZAE16240385771150 1ZAE16240385771169 1ZAE16240385771178 1ZAE16240385771187 1ZAE16240385771196 1ZAE16240385771203</p>	140.00	EA	22.25	3,115.00		0.00
2	<p>SDDR-104-A11M SDDR-104-A11M, SD/MMC/mSD/RSMMC/TF, USB Customer P/N: SDDR104A11M Tracking Nbr: 1ZAE16240385771212 1ZAE16240385771221</p> <p>***** CONTINUED *****</p>	250.00	EA	7.12	1,780.00		0.00

CUSTOMER

SHIPMENT NO.	DATE SHIPPED	BILL OF LADING * Multi *	PAGE
	10/17/08		2
METHOD OF SHIPMENT UPS GROUND		PAYMENT TERMS Net 45 Days	

INVOICE

INVOICE NO. SV622927	INVOICE DATE 10/17/08	PRINTED ON 11/19/08	CUSTOMER PURCHASE ORDER NO. 2166268
SALES ORDER NO. S781706	FREIGHT TERMS PREPAID CPT Destination	CONTRACT NO.	

BILL TO
Circuit City
ATTN: Merchandise Payable
9954 Mayland Drive
Deep Run 3
Richmond, VA 23233
United States

SHIP TO
Circuit City DC# 255
4000 Township Line Road
Bethlehem, PA 18017
United States

BILL TO CUSTOMER 00500082

SHIP TO CUSTOMER 00500501

CUSTOMER